

IN THE UNITED STATES DISTRICT COURT FOR MARYLAND
NORTHERN DIVISION

THOMAS E. MINOGUE, TRUSTEE,
CO-TRUSTEE OF THE PHYLLIS
ANDREWS FAMILY TRUST, et al.,

Plaintiffs,

v.

ARTHUR B. MODELL,

Defendant.

CASE NO. 1:03-CV-03391CCB

**EXHIBITS TO PLAINTIFFS' CONSOLIDATED OPPOSITION TO DEFENDANT'S
MOTIONS FOR SUMMARY JUDGMENT**

1. Excerpt from Defendant Modell's July 12, 1984 trial testimony in *Gries Sports Enterprises, Inc. v. Cleveland Browns Football Co., Inc.*, Case No. 82-40593 (Cuyahoga Cty. Ct., Ohio).
2. Excerpts from transcript of deposition of Defendant Modell, June 16, 2004.
3. January 1961 agreement (unsigned) between Arthur B. Modell and Vincent S. Andrews (P00061 – P00063).
4. Memorandum from R. E. Frisch to Mr. Wells, dated December 14, 1960 (ABM01184 – ABM01189).
5. Information required in connection with investment in XYZ Corporation (P00429 – P00436).
6. Privilege log prepared by Clifford Chance in response to subpoena issued March 25, 2004.
7. Defendant Modell's original privilege log, dated March 1, 2004.
8. Defendant Modell's revised privilege log, dated March 11, 2005.
9. Agreement, dated January 18, 1961, by and between Cleveland Browns, Inc., and Roger S. Struck, Fred L. Morrison, Paul Jones, Jr. and Albert Lee (ABM06668 – ABM06669).

10. Memorandum authored by Eugene L. Bondy, Jr., dated January 26, 1961, concerning execution and delivery of documents on January 25, 1961 and January 26, 1961 (ABM00054 – ABM00057).
11. Agreement, dated March 16, 1961, by and between Arthur B. Modell and Cleveland Browns, Inc., an Ohio corporation (ABM05755 – ABM05763).
12. Letter from Royall, Koegel & Rogers to the National Football League, dated March 15, 1961 (ABM00071 – ABM00074).
13. Redacted minutes of a special meeting of the Board of Directors of Cleveland Browns, Inc., on April 16, 1963 (ABM03324 – ABM03328).
14. Memorandum from R. E. Frisch to Mr. Wells, dated April 11, 1961 (CC00536).
15. Plaintiffs' Deposition Exhibit 1: Letter Agreement between Vincent S. Andrews and Arthur B. Modell, dated February 4, 1963 (P00090 – P000910).
16. Plaintiffs' Deposition Exhibit 34: Letter from Robert E. Frisch to Arthur B. Modell, dated February 4, 1963, enclosing Letter Agreement (P00089 – P00091).
17. Voting Trust Agreement, dated March 22, 1961, by and between Arthur B. Modell and R. J. Schaefer (ABM01678 – ABM01689).
18. Agreement, dated January 26, 1961, between Arthur B. Modell and R. J. Schaefer (ABM03541 – ABM03550).
19. Invoices for services rendered to Arthur B. Modell by Vincent S. Andrews (P00095 – P00117).
20. Defendant's Deposition Exhibit *Phyllis Andrews* 3: Last Will and Testament of Vincent S. Andrews (ABM02880 – ABM02882).
21. Plaintiffs' Deposition Exhibit 11: Letter from Richard Blumenthal to Arthur B. Modell, dated March 6, 1980 (ABM05708).
22. Plaintiffs' Deposition Exhibit 12: Letter from Arthur B. Modell to Richard L. Blumenthal, dated March 28, 1980 (ABM05719).
23. Excerpts from transcript of deposition of D. Lee McCreary, Jr., July 13, 2004.
24. Chart of existing ownership structure of Cleveland Browns Football Company, Inc. and Cleveland Browns, Inc., as of February 5, 1996 (ABM03638).
25. Excerpts from transcript of deposition of Stephen Bisciotti, June 14, 2004.

26. Selected press reports concerning sale of the Baltimore Ravens.
27. Plaintiffs' Deposition Exhibit 30: Letter from Stephen J. Bisciotti to Arthur B. Modell, dated December 17, 1999 (ABM04556 – ABM04577).
28. Plaintiffs' Deposition Exhibit 33: Ed Waldman, *Modell Doesn't Look Back; Football: As His Long Career in the NFL Winds Down, the Ravens Owner Refuses to Replay the Past*, Baltimore Sun, December 28, 2003.
29. Plaintiffs' Deposition Exhibit 31: Jamison Hensley, *Bisciotti Plans to Buy Out Modell; Minority Owner Reiterates His Intention to Exercise Option to Purchase Ravens; He'd Pay \$325 Million in January; 2003 Season Would Be Last for Modell as NFL Owner*, Baltimore Sun, March 21, 2003.
30. Plaintiffs' Deposition Exhibit 39: Jamison Hensley, *Modell: I'll Never Forget Farewell; Outgoing Ravens Owner 'Overwhelmed' by Ovation from Crowd and Players*, Baltimore Sun, January 6, 2004.
31. Jon Morgan, *Modell agrees to sell Ravens*, Baltimore Sun, December 20, 1999.
32. Preferred Unit Purchase Agreement, dated February 25, 2000 (ABM03466 – ABM03539).
33. Plaintiffs' Deposition Exhibit 37: Option Purchase Agreement, dated April 19, 2000 (ABM05877 – ABM05916).
34. Defendant's Deposition Exhibit *Vincent Andrews 6*: Phyllis Andrews Family Trust Agreement, dated December 27, 1999 (P00133 – P00151, P50152 – P50154).
35. Defendant's Deposition Exhibit *Vincent Andrews 7*: Purchase Agreement, dated January 27, 2000, by and among Phyllis Andrews and Trustees of the Phyllis Andrews Family Trust (P50155 – P50159, P00160).
36. Letter from David Boies to Art Modell, dated January 27, 1998; letter from George Beall to David Boies, dated February 13, 1998; letter from Andrew Hayes to George Beall, dated March 13, 1998; letter from Andrew W. Hayes to George Beall, dated April 14, 1998 (P00127 – P00132).
37. Letter from Stephen Bisciotti to Arthur B. Modell, et al., dated March 18, 2004, enclosing Option Exercise Notice (N003552 – N003554).
38. Plaintiffs' Deposition Exhibit 38: Amendment No. 2 to Option Purchase Agreement, dated April 8, 2004 (ABM05926 – ABM05933).
39. Plaintiffs' Exhibit 40: Text of Expert Report of William F. Chandler.

40. Plaintiffs' Deposition Exhibit 19: Investors' Rights Agreement, dated April 8, 2004 (ABM06033 – ABM06057).
41. Plaintiffs' Deposition Exhibit 29: Irrevocable Proxy, dated April 8, 2004 (ABM06960 – ABM06961).
42. Plaintiffs' Deposition Exhibit 28: Letter from the National Football League to Stephen Bisciotti, et al., dated April 8, 2004 (ABM06099 – ABM06125).
43. Excerpts from transcript of deposition of Arthur J. Yonowitz, June 21, 2004.
44. Declaration of David Seldin.
45. Excerpts from transcript of deposition of David Seldin, January 14, 2005.
46. Minutes of the special meeting of the Board of Directors of Cleveland Browns Football Company, Inc., on December 22, 1982 (ABM07442 – ABM07453).
47. Excerpts from transcript of deposition of Phyllis Andrews, June 21, 2004.
48. Declaration of Rita McCloy Stephanz.
49. Letter from Douglas R. M. Nazarian to Christopher M. Green, dated January 3, 2005.
50. Collection of the Clifford Chance documents and their counterparts which have been produced in this litigation: Letter from Robert E. Frisch to Vincent S. Andrews, dated February 4, 1963 (CC00470, P00088); Letter from Robert E. Frisch to Arthur B. Modell, dated February 4, 1963 (CC00471, P00089, ABM05642); Letter from Robert E. Frisch to Vincent S. Andrews, dated January 29, 1961 (CC00472 – CC00473, P00084 – P00085, ABM00131 – ABM00132).
51. Letter from Vincent S. Andrews to Robert Frisch, dated November 4, 1964 (ABM00236).
52. Declaration of Eugene T. Rossides.
53. Plaintiffs' Deposition Exhibit 55: Rule 26(a)(2) Report of Alfred R. Berkeley, III.
54. Defendant's Deposition Exhibit *William Chandler 3*: Rebuttal Report of William F. Chandler.
55. Excerpts from transcript of deposition of Alfred R. Berkeley, July 12, 2004.